

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
Revision of the Commissions' Rules to)	CC Docket No. 94-102
Ensure Compatibility with Enhanced 911)	
Emergency Calling Systems)	
)	
Phase II Compliance Deadlines for)	
Non-Nationwide CMRS Carriers)	
 To: Wireless Telecommunications Bureau		

**REQUEST FOR LIMITED WAIVER AND EXTENSION
OF THE HANDSET PENETRATION DEADLINE
OF THE COMMISSION'S PHASE II E911 RULES**

Midwest Wireless Holdings L.L.C., through its three operating entities, Midwest Wireless Wisconsin L.L.C., Midwest Wireless Iowa L.L.C. and Midwest Wireless Communications L.L.C. (collectively referred to as "Midwest Wireless"), by its attorneys and pursuant to 47 C.F.R. §1.925, hereby respectfully requests a limited waiver and extension of Section 20.18(g)(1)(v) of the Commission's rules regarding Phase II of Enhanced 911 ("E911") services, 47 C.F.R. §20.18(g)(1)(v), which requires Tier III carriers who employ a handset-based Phase II solution to achieve a location-capable handset penetration rate among subscribers of at least 95% by December 31, 2005.¹

¹ Revision of Commission's Rules to Ensure Compatibility with Enhanced 911 Emergency Calling System, CC Docket 94-102, Order To Stay (released July 26, 2002).

As set forth below, circumstances exist wherein achieving the 95% subscriber penetration requirement by the deadline is unlikely, despite Midwest Wireless's best efforts at promoting to subscribers handsets with automatic location identification ('ALI') features. For the reasons shown herein, Midwest Wireless requests a six-month extension of the penetration requirement, until June 30, 2006.

I. Background

Midwest Wireless is a CMRS carrier that operates in primarily rural markets in Minnesota, Iowa and Wisconsin. The markets include B Block cellular license areas for the Rochester, Minnesota MSA, and Minnesota RSAs 7, 8, 9, 10, 11; Iowa RSAs 3, 6, 11, 12, 13, 14, 15, 16; and Wisconsin RSA 5, and licensed Personal Communications Services Basic Trading Areas in Iowa, Minnesota and South Dakota. Midwest Wireless is a qualified Tier III carrier, serving fewer than 500,000 subscribers as of December 31, 2001.

Midwest Wireless has implemented a Code Division Multiple Access ("CDMA") digital network throughout its service area. The project was completed in the fourth quarter of 2003. Midwest Wireless continues to operate a legacy TDMA/Analog network.

In November 2002, Midwest Wireless notified the FCC of its change of election to implement a handset-based location technology for the delivery of E911 services over the new CDMA network. Since then Midwest Wireless has expedited implementation of the handset solution and has expended efforts to increase the penetration rate of location-capable handsets. In support of the need for an extension of the 95% penetration deadline at year's end, the following is submitted.

II. Midwest Wireless Has Demonstrated Good Faith in Complying with the E911 Requirements

Midwest Wireless has complied with all of the E911 requirements promulgated by the FCC, and has met E911 implementation benchmarks to which wireless licensees are subject. Midwest Wireless began selling and activating *only* location-capable digital handsets on June 3, 2003. Attached is the list of models offered. To this day, 100% of all new digital handsets activated on Midwest Wireless's system are location capable. Therefore Midwest Wireless exceeded the FCC's benchmark dates for deployment of ALI-capable phones.² Nevertheless, Midwest Wireless foresees a challenge in assuring that penetration of location capable handsets among Midwest Wireless's subscribers will reach ninety-five percent no later than December 31, 2005.

Midwest Wireless's full-scale CDMA network deployment has prompted subscribers to gradually adopt personal equipment upgrades. Midwest Wireless has engaged in targeted activities to encourage subscribers with TDMA and analog handsets to convert to handsets that are compatible with the CDMA system and the Phase II data delivery system.

Customized promotional campaigns began in 2004 to specifically market new handsets, all of which were ALI-capable. Aggressive campaigns have been conducted since then to encourage subscribers to acquire the ALI-capable handsets. Many of the ads emphasize the new phones' ability to take advantage of network upgrades, including use of Enhanced E911 location capabilities in the event of an emergency. The campaigns offer free phones (along with incentives such as free minutes, free activation, larger roaming area) with a new service contract. Promotions for phones with

² Tier III carriers using handset-based Phase II solutions were required to begin offering ALI-capable handsets by September 1, 2003. By November 30, 2003, 25% of handset activations were to be of ALI-capable phones; by May 31, 2004, 50% of activations were to be of ALI-capable phones, and by November 30, 2004, 100% of activations were to be of ALI-capable phones.

cameras, ringtones, color screens and other features have proven useful in alluring customers to upgrade their handsets. Free phone offers directed to TDMA and analog customers have been accompanied by free minutes, caller ID, accessories and rebate offers.

Generic promotions are conducted with the intent to entice existing customers into visiting one of Midwest Wireless's retail stores where, of course, only location-capable phones are sold. Once existing TDMA and analog customers are in the stores, representatives proactively sell the benefits of CDMA and request migration to a new CDMA phone.

Midwest Wireless's promotional campaigns have been conducted in print ads, by direct mail, by billing inserts and on the radio. Special offers are also posted on the carriers' web site and by signage on premises. Samples of Midwest Wireless's advertisements and promotional announcements are included herewith.

III. Midwest Wireless Has a History of Compliance with Requests from PSAPs for E911 Services

A total of 109 Public Safety Answering Points ("PSAPs") are located within Midwest Wireless's wireless service area (20 in Wisconsin, 32 in Minnesota and 57 in Iowa). Of the 109 PSAPs, 79 have requested Phase II E911 services, and 69 are receiving and processing Phase II data. Midwest Wireless is fulfilling the PSAPs' requests in a timely manner. Midwest Wireless utilizes the services of Intrado to install and test the equipment necessary to transmit E911 data to PSAPs. Intrado coordinates with the PSAPs, operates the location database and optimizes E911 performance on Midwest Wireless's CDMA network system.

Midwest Wireless maintains a dialogue with the PSAPs in its service area and with the

Statewide Wireless E911 Coordinators. Safety officials are aware of the ongoing transition of Midwest Wireless's subscriber base, and that handset conversion will proceed over a period of time. The PSAPs have expressed no objection or concern with the penetration schedule. In light of the slower than anticipated pace of conversion of subscribers in purchasing new location-capable handsets, Midwest Wireless requests specific relief from the penetration deadline of December 31, 2005.

IV. The Public Interest Would Be Served by Waiver of the Penetration Deadline

Grant of a limited waiver to Midwest Wireless of 47 C.F.R. §20.18(g)(1)(v) would serve the public interest. An extension through June 30, 2006, of the penetration deadline is warranted given the unique facts and circumstances of Midwest Wireless's position. As set forth in Section 106(a) of the Act, the Commission is to grant a waiver to Tier III carriers "if strict enforcement of the 95% subscriber penetration requirements would result in consumers having decreased access to emergency services."³ Indeed, Midwest Wireless's subscribers would be denied access to Phase II E911 services if Midwest Wireless is required to deactivate existing service, or reduce construction activities because its service does not comply with FCC rules.

If not granted a waiver, Midwest Wireless would be in the position of having to cease or reduce operations to avoid enforcement action, or expend resources to convert to a network-based solution in order to avoid handset-based liability. Neither is a practical solution. The network-based

³ In December 2004, Congress enacted the Ensuring Needed Help Arrives Near Callers Employing 911 Act of 2004 (*Enhance 911 Act*). The *Enhance 911 Act* directed the Commission to grant qualified Tier III carriers' requests for relief of the December 31, 2005 ninety-five percent penetration deadline for location-capable handsets, as set forth in Section 20.18(g)(1)(v) of the Commission's Rules, if "strict enforcement of the requirements of that section would result in consumers having decreased access to emergency services."

location system would not work well in Midwest Wireless's rural service area. Due to wide spacing, the cells would not properly triangulate to achieve required Phase II accuracy. If not granted a waiver, Midwest Wireless would have to deactivate the TDMA and analog systems, which would take away cellular coverage from persons who depend upon those communications services, and who rely upon their legacy TDMA and analog phones for safety and for elementary contact with other persons. Many of those persons are located in the most isolated portions of, and on remote farmland included within Midwest Wireless's rural service area. Without their 3-watt analog phones, the customers would be unable to place calls, including calls to 911 for basic and Phase I emergency services.

These alternatives to waiver would invariably result in consumers having "decreased access to emergency services," particularly in sparsely populated areas where the challenge is most formidable in assuring that the CDMA signal is as strong as analog signals. Because enforcement of the 95% deadline could have the unintended consequence of forcing Midwest Wireless to shut down its TDMA and analog networks and deprive subscribers of basic 911 services, or to switch to a less reliable, network-based Phase II solution, Midwest Wireless requests review under the *Enhance 911 Act* waiver standard.

In general, furthermore, a waiver is appropriate whenever special circumstances warrant a deviation from the general rule, and such a deviation will serve the public interest.⁴ The Commission has established standards to be used when acting upon requests for a waiver of E911

⁴ 47 C.F.R. § 1.3; *Northeast Cellular Telephone Co. v. FCC*, 897 F.2d 1164, 1166 (D. C. Cir. 1990) (citing *WAIT Radio v. FCC*, 418 F.2d 1153, 1159 (D. C. Cir. 1969)).

deadlines and obligations.⁵ The Commission has held that it will grant waiver requests that are specific, focused, and limited in scope, with a clear path to full compliance.⁶ The Commission has stated that carriers should undertake concrete steps necessary to come as close as possible to full compliance and should document their efforts aimed at compliance in support of any waiver request.⁷ As set forth below, Midwest Wireless meets the Commission's standards in that the circumstances underlying the request, in sum, present a special case that justifies a limited E911 Phase II waiver and extension.

**V. Midwest Wireless Has a Plan
for Compliance with the 95% Penetration Benchmark**

As stated, 100% of digital handsets that are newly activated on Midwest Wireless's system are ALI-capable. At the beginning of the ALI program in June 2003, about 2.2% of the activated handsets on Midwest Wireless's system were ALI-capable. By the end of September 2005, the penetration of ALI-capable handsets had risen to 90.2%. The penetration rate has been increasing recently by about 1% per month, as demonstrated on the attached chart. This improvement represents considerable good faith progress by Midwest Wireless to convince subscribers to exchange old handsets for new, ALI-capable handsets. This is a challenge given that many subscribers adamantly insist upon keeping their TDMA and analog phones because the phones are more familiar, operate in

⁵ *Revision of the Commission's Rules to Ensure Compatibility with Enhanced 911 Emergency Calling Systems*, CC Docket No. 94-102, Fourth Memorandum Opinion and Order, 15 FCC Rcd 17442, 17457-58, paras. 43-44 (2000) (*E911 Fourth Memorandum Opinion and Order*).

⁶ *E911 Fourth Memorandum Opinion and Order*, 15 FCC Rcd at 17458, para. 44.

⁷ *Id*

a larger range, and are already programmed with favorite phone numbers and customized features.

The monthly penetration rate is slowing. Midwest Wireless anticipates that about 94% of its subscribers will have ALI-capable handsets by December 31, 2005. Nonetheless, anticipated conversion rates could slow further due to customer resistance to change. Progress is being made, but at current conversion rates, 95% penetration cannot be assured before June 30, 2006.

Midwest Wireless believes it will be able to meet the 95% subscriber penetration requirement by June 30, 2006, due to expected seasonal patterns of phone exchange in the holiday period and in the early months of the new year. On the other hand, many analog and TDMA handset users will refuse to convert until Midwest Wireless disables the TDMA and analog signals. Subscribers who reside or travel in the most rural parts of the cellular service area will be the last to switch to ALI-capable handsets. In service to those customers, and because of the wide open spaces traveled within the wireless service area, Midwest Wireless will continue to offer TDMA and analog services.

In keeping with FCC rules and policy, Midwest Wireless will maintain its policy of selling and activating only ALI-capable digital handsets. It will continue to conduct marketing campaigns to encourage consumer adoption of new handsets. Midwest Wireless will also continue to augment its CDMA network facilities and provide Phase II E911 services and other coordination services to the local PSAPs. However, given the rural character of Midwest Wireless's market and the reliance by local subscribers upon TDMA and analog phones and service, it is necessary for Midwest Wireless to respectfully request grant of a waiver of the 95% penetration requirement.

Conclusion

Based on the foregoing reasons, grant of a limited waiver of the Commission's Phase II E911 rules will serve the public interest. Accordingly, Midwest Wireless requests a temporary waiver and extension of time, through June 30, 2006, to achieve a location-capable handset penetration rate among subscribers of at least 95%. The public interest benefit in this case equals or exceeds that which the Commission has found in other instances to be sufficient for waiver, and the request meets the standards of the *Enhance 911 Act*. Therefore Midwest Wireless requests that a limited waiver and extension of Section 20.18(g)(1)(v) of FCC Rules be granted as proposed.

Respectfully submitted,

Midwest Wireless Holdings L.L.C.

A handwritten signature in cursive script that reads "Pamela L. Gist". The signature is written in dark ink and is positioned above a horizontal line.

David L. Nace
Pamela L. Gist

Its Attorneys

Lukas, Nace, Gutierrez & Sachs, Chartered
1650 Tysons Boulevard, Suite 1500
McLean, Virginia 22102
(703) 584-8678

November 4, 2005

Midwest Wireless

Location-Capable Handset Offerings

Kyocera	3245	Jun-03
Kyocera	3225	Jun-03
Nokia	3585i	Jun-03
Nokia	3586i	Jul-03
LG	VX4400	Aug-03
Motorola	120E	Aug-03
Motorola	T720	Sep-03
Motorola	C343	Oct-03
Kyocera	Phantom	Dec-03
LG	VX6000	Feb-04
Motorola	T731	Mar-04
LG	VX3100	Apr-04
Nokia	3587i	Apr-04
Nokia	6585	May-04
Audiovox	CDM8900	Jun-04
Kyocera	SE44	Jun-04
Nokia	6225	Sep-04
Motorola	E310	Nov-04
Motorola	V810	Nov-04
Nokia	6015i	Nov-04
Nokia	3205	Dec-04
Audiovox	CDM8910	Feb-05
Audiovox	CDM8615	Apr-05
Audiovox	PPC6600	Apr-05
Nokia	6255i	Apr-05
Samsung	A670	Apr-05
Telular	SX5T	Apr-05
Motorola	V710	May-05
LG	VX3200	Jul-05
Motorola	V262	Jul-05
Motorola	V265	Sep-05

Midwest Wireless

Samples of Marketing of Location-Capable Handsets

Analog/TDMA Direct Mails**Midwest Wireless Mailings to convert customers to CDMA handsets**

Date	# Of Customers Mailed	Theme of Mailer	Mailing Piece
5/3/2004	10,000	Because You're Such a Great Customer	Tri-fold
6/29/2004	210	Because You're Such a Great Customer...Fairfield, IA	Tri-fold
7/14/2004	64	Because You're Such a Great Customer...Albia, IA	Tri-fold
8/11/2004	697	Because You're Such a Great Customer...Bloomfield, IA	Tri-fold
10/10/2004	11,058	Because You're Such a Great Customer	Tri-fold
11/1/2004	17,441	Customer Appreciation Days (off contract Oct & Nov '04)	postcard
11/1/2004	1,313	Customer Appreciation Days (customers on Cellcom plans)	postcard
2/7/2005	10,114	More Minutes Larger Home Area Lower Monthly Cost	postcard
2/8/2005	89	Preston-New tower/upgrade service	letter
4/6/2005	74	Blooming Prairie-clearWave/upgrade voice	letter
4/15/2005	8,816	Upgrade from Clearly Digital Basic plans to Midwest Traveler	postcard
5/15/2005	350	WI-Upgrade to network for analog customers	letter
7/27/2005	184	Lake City-New tower/upgrade service	letter
10/7/2005	5,061	Free To Our Best Customers!	letter
10/14/2005	15,050	Free To Our Best Customers!	letter
10/17/2005	11,912	Free To Our Best Customers!	letter
TOTAL	92,433		

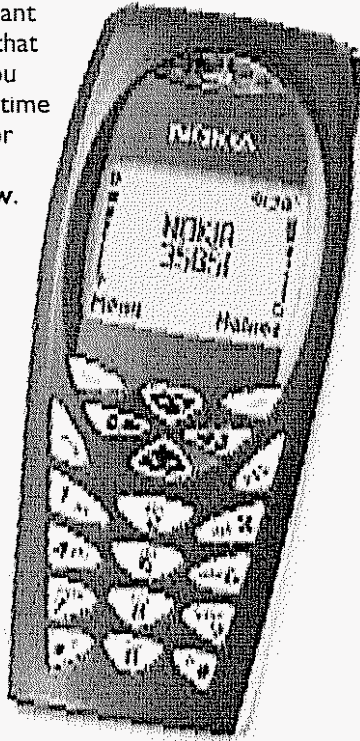
Enjoy a New Free Phone and More Minutes!

We've made significant network upgrades that allow us to offer you hundreds more anytime minutes a month for **the same price you're paying now.**

All you'll need is a new phone like the Nokia 3585i, which is yours free when you renew your agreement for 24 months.

Visit Midwest Wireless soon for a free phone, more minutes and a whole lot more!

Thanks for being our customer!



Presorted
First Class
U.S. Postage Paid
Des Moines, IA
Permit No. 4777

Your Current

Realm – Regional Traveler Plan:
600 Anytime Minutes
3,000 Night & Weekend Minutes
Unlimited Account Calling

Renew Now & Receive:

Realm – Regional Traveler Plan
1,000 Anytime Minutes!
Unlimited Night & Weekend Minutes!
Unlimited Mobile-to-Mobile Calling!

And Get the Nokia 3585i for Free!

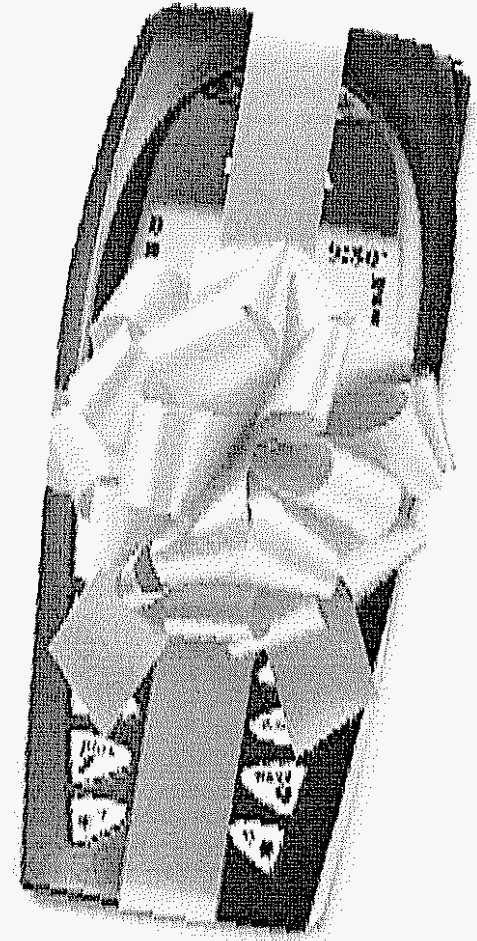


**MIDWEST
WIRELESS**

P.O. Box 4069
Mankato, MN 56002-4069

5.3.04

Because You're Such A Great Customer...



We Have Something Special Just For You!

 **MIDWEST
WIRELESS**

We Answer To You.™

Thanks For Being Our Customer!

Take Advantage of Our Newest Phones!

Select one of these phones with your new 24-month service agreement. You'll sport the latest style while getting more convenience and clearer calls.



Nokia 3585i

Motorola C343

Nokia 3585i

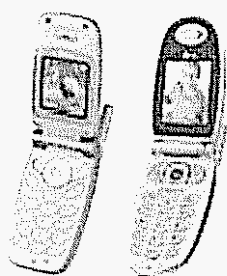
Retail value \$139.99
With renewal Free!

Motorola C343

Retail value \$159.99
With renewal \$9.99

Go High Tech!

You can also apply your savings to one of the newest high tech phones which can handle picture messaging, downloadable games and other cool applications. Other phone options are also available.



LG VX4400

PICTURE
PHONE!

LG VX6000

LG VX4400

Retail value \$229.99
With renewal \$79.99

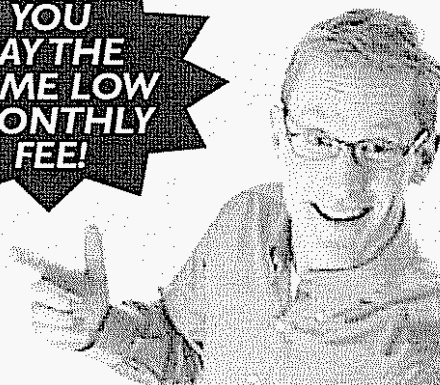
LG VX6000

Retail value \$299.99
With renewal and mail-in rebate \$99.99*

What Are You Waiting For?

1. Stop by any participating Midwest Wireless location.
2. Sign a new 24-month service agreement.
3. Walk out with a new phone and more minutes!

**YOU
PAY THE
SAME LOW
MONTHLY
FEE!**



See How Good a Wireless Company Can Be!

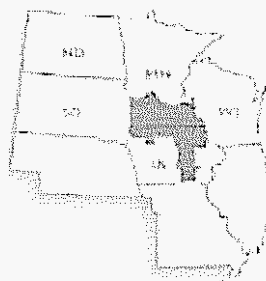
Over the last year we've upgraded to the latest technology, added to our already generous service plans and brought you new products and features—and we don't want you to miss out! By renewing your service agreement now, you'll have the phone and the plan to make the most of our service enhancements.

As always, you'll receive our guarantee of excellent service!

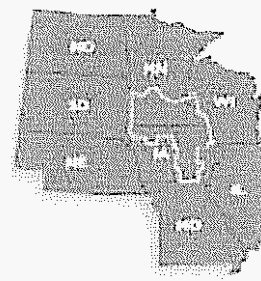
- Real, live customer service every time you call.
- The most comprehensive coverage to eliminate surprise roaming pockets.
- The most knowledgeable sales staff in the Midwest.
- The largest network of retail locations, so help is always nearby.
- The newest services and phones to enjoy the latest technology.

800-545-3950
midwestwireless.com

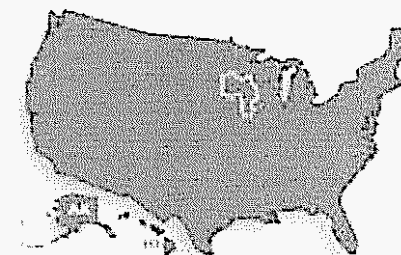
*Maximize Your Minutes with Realm – Regional Traveler.
Expand Your Horizons with Midwest or National Traveler!*



Realm – Regional Traveler



Midwest Traveler



National Traveler

*Offer expires June 30, 2004. Free phone offer and mail-in rebate based on 24-month service agreement. Mail-in rebate offer available on LG VX6000 and Audiovox CDM 8900 phones only. Offer requires customers to remain on their selected service plan for a minimum of 3 months. Early termination fees may apply. A regulatory surcharge of \$1.00/month is added to each line to help partially recover the costs incurred due to regulatory mandates such as Local Number Portability (LNP) and E-911. All phone models are subject to availability and prices may vary. Offer available on specific service plans. Other taxes, fees and surcharges may apply; see store.

Enjoy a New Free Phone and More Minutes!

We've made significant network upgrades that allow us to offer you hundreds more anytime minutes a month for **the same price you're paying now.**

All you'll need is a new phone like the Nokia 3585i, which is yours free when you renew your agreement for 24 months.

Visit Midwest Wireless soon for a free phone, more minutes and a whole lot more!

Thanks for being our customer!

Your Current Midwest Traveler Plan:

**350 Anytime Minutes
2,500 Night &
Weekend Minutes for \$5**

**Midwest Traveler Plan
600 Anytime Minutes!
Unlimited Night &
Weekend Minutes for \$5!**

And Get the Nokia 3585i for Free!



Presorted
First Class
U.S. Postage Paid
Des Moines, IA
Permit No. 4777



**MIDWEST
WIRELESS**

P.O. Box 4069
Mankato, MN 56002-4069

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Because You're Such A Great Customer...



We Have Something Special Just For You!

 **MIDWEST
WIRELESS**

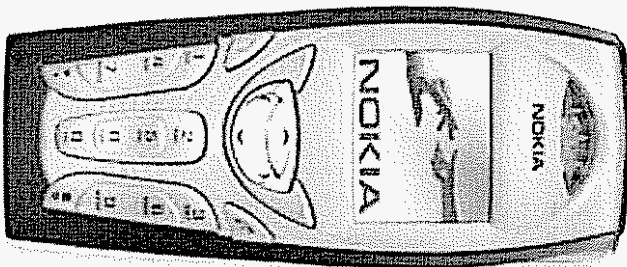
We Answer To You.™

Thanks For Being Our Customer!

10/04

All you'll need is a new phone like the Nokia 3587i, which is yours free when you renew your agreement for 24 months.

Thanks for being our customer!



- 600 Anytime Minutes Each Month
- Eight-State Home Calling Area with No Roaming

- \$50 Off an Audiovox 8900 Phone via Mail-In Rebate
- Free Activation (\$350 Value)

- One Month Free Picture Messaging (\$5.95 value)
- Add a Line Free for Three Months with Post-A-Line

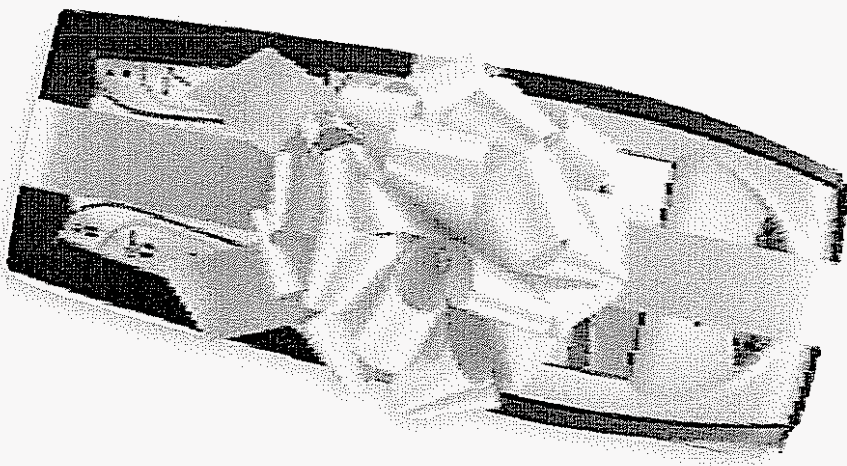
[illegible]

P.O. Box 4069
Mankato, MN 56002-4069



Thanks For Being Our Customer!

**Because You're Such
A Great Customer...**



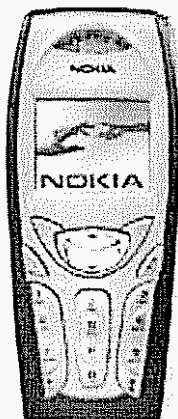
We Have Something Special Just For You!



We Answer To You.[™]

Take Advantage of This Great Offer!

Get the Nokia 3587i free with your new 24-month service agreement. You'll sport the latest style while getting more convenience and clearer calls.



Nokia 3587i

Retail value \$149.99
With renewal **FREE***

Check Out These Great Phones!



LG VX6000

- Camera Phone
- Downloads
- Ringtones
- Scheduler
- Color Screen



Audiovox 8900

- Camera Phone
- Downloads
- Ringtones
- Scheduler
- Color Screen

See store for additional phone selection and pricing.

What Are You Waiting For?

1. Stop by any participating Midwest Wireless location.
2. Sign a new 24-month service agreement.
3. Walk out with a new phone!

Must be out of contract with account in good standing for a minimum of 3 months to qualify for this offer.



800-545-3950 • midwestwireless.com

We Answer To You!

Real Customer Service

When you call our customer care center, you get to talk to a real person! Dial one for this or two for that! We don't do that. Talk to a real person who lives around here, just like you.

Clearly More Towers

We are committed to providing the best service for those who live in the Midwest. We have the most comprehensive coverage around because hey, we live here too.

Expert Sales Staff

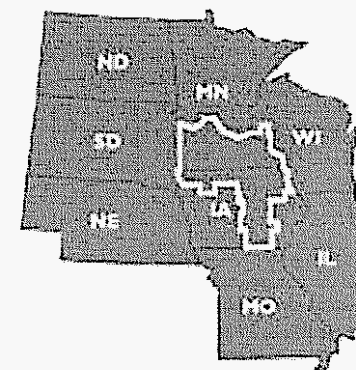
Our salespeople don't mess around. Take the guesswork out of choosing a plan and phone with our service savvy staff.

Dynamic Data Services

Want the latest wireless technology? We have that too. Send pictures or text messages and surf the Net from your home or on the go with our ClearWave Data Services. Download games, ringtones, directions and more from our new phones.

Get a New Phone and Get Enhanced Plans with Midwest Traveler!

CHECK OUT OUR NEW PHONES AND PLANS!	MONTHLY RATE	CURRENT PLAN MINUTES	NEW PLAN MINUTES	PAL* MAX.	COST PER ADDITIONAL MINUTE
Midwest100 _{KH2}	\$24.99*	-	100	-	40¢
Midwest600 _{KH1}	\$39.99	350	600	9	35¢
Midwest900 _{KH3}	\$59.99	600	900	9	30¢
Midwest1200 _{KH3}	\$79.99	900	1200	9	30¢
Midwest1200 _{KH4}	\$99.99	1200	-	9	25¢
Midwest1800 _{KH4}	\$119.99	-	1800	9	25¢
Midwest2400 _{KH5}	\$159.99	-	2400	9	20¢
Midwest2400 _{KH5}	\$179.99	2400	-	9	20¢
Midwest3600 _{KH7}	\$239.99	-	3600	14	15¢
Midwest3600 _{KH5}	\$259.99	3600	-	14	15¢
Midwest4800 _{KH8}	\$299.99	-	4800	19	15¢
Midwest4800 _{KH5}	\$319.99	4800	-	19	15¢
Pool-A-Line (PAL)	\$16.99	-	Shares with any Midwest plan.	-	Same as existing Midwest plan.



UNLIMITED
night and weekend minutes
for just **\$5** a month!

Available on service plans over \$30. 1,500 minutes on plans under \$30 including PAL plans.

*Limited time offer. Free phone offer on plans \$39.99 or higher with 24-month service agreement. Offer requires customers to remain on their selected service plan for a minimum of 3 months. Early termination fees may apply. Night & Weekend minutes can be used from 7 p.m. - 7 a.m. Monday through Friday and 7 p.m. Friday through 7 a.m. Monday. A regulatory surcharge of \$1.00/month is added to each line to help partially recover the costs incurred due to regulatory mandates such as Local Number Portability (LNP) and E-911. All phone models are subject to availability and prices may vary. Offer available on specific service plans. Other taxes, fees and surcharges may apply; see store for details. ©2004 Midwest Wireless Holdings LLC. AMWEE

ACTIVATION THROUGH NOVEMBER 14TH

Customer Appreciation Days



FREE

NOKIA 6015*

(with trade-in)

- Free Activation (Save \$35.00)
- Add a Line Free for Three Months with Pool-A-Line



11.1.04

11-1-04



We Answer To You.

PO Box 4069 • Mankato, MN 56002

During Customer Appreciation Days, bring any old phone to Midwest Wireless and you may qualify for a cool, new Nokia 6015 **FREE** when you sign up with a 24-month service agreement. But that's not the best part - if you make the switch now from your old Cellcom plan to one of our wireless plans with Pool-A-Line, you will receive **3 months of free service** on your additional line, plus get a free phone just for switching!

Take advantage of this great offer today and start receiving all the benefits of Midwest Wireless service. It's the perfect time to find out what it means when "We Answer To You."

OR SAVE ON A CAMERA PHONE

- \$40 Mail-In Rebate on a Nokia 6225 Camera Phone
- With Accessory Purchase
- Free Activation (Save \$35.00)
- Three Months of Free Picture Messaging (Save \$17.85)
- Add a Line Free for Three Months with Pool-A-Line



NOKIA
CONNECTING PEOPLE

*Offer available for a limited time. Free phone offer and free activation based on 24-month service agreement. A \$35 activation fee is applied to all 12-month service agreements. Free phone model may vary by location and includes the Nokia 6015 and 3587i. Offer requires customers to remain on their selected service plan for a minimum of 3 months. Pool-A-Line offer is available with new activations only and requires a 24-month service agreement. Number of Pool-A-Lines allowed varies by service plan. Free Pool-A-Line offer excludes any additional charges associated with the line such as roaming, overage, taxes and other features not included in the service plan. After the initial 3 free months, Pool-A-Line will be billed at regular rates. Free Picture Messaging offer includes 20 messages each month. Data overage on included Picture Messaging plan is 2KB for \$.01 (1¢). After the initial 3 free months, Picture Messaging will be billed at \$.95/month. Customers must have a compatible device for Picture Messaging. A regulatory surcharge of \$.00/month is added to each line to help partially recover the costs incurred due to regulatory mandates such as Local Number Portability (LNP) and E-911. Other taxes, fees and surcharges may apply. All phone models are subject to availability and prices may vary. Offer available on specific service plans. Services subject to credit approval. Some restrictions apply; see store for details. ©2004 Midwest Wireless Holdings, LLC. AA/EOE. Nokia, Connecting People, and the 6015 and 6225 phones are registered trademarks of Nokia Corporation and/or its affiliates.

✓ February 8, 2005

«Cust_Account_Name»
«Address_1» «Address_2»
«City», «State» «Zip_5»

Dear «First_Name»:

At Midwest Wireless, we are committed to providing you with the best, most reliable service in the Midwest. As a part of this commitment, we have recently activated a new tower in Preston.

In celebration of the new tower, we want to show you how much we appreciate your loyalty as a customer. We have upgraded our plans with more minutes and added new phones with more features since you became our customer.

We need you to take action today to experience all that Midwest Wireless has to offer!

Upgrade to a newer service plan and with a 24-month service agreement you will receive:

- A FREE Phone -or- a \$50 mail-in rebate on any camera phone
- 3 months free Picture Messaging
- Free activation

Stop in any Midwest Wireless location or for your convenience Brandon Miller, Communications Consultant, will be at the City Hall located in the Preston Public Utilities building Thursday, February 11th, 18th and 25th from 1:00-3:30pm to assist you with upgrading your service and phone and to answer any questions.

Thank you again for choosing Midwest Wireless.

Attention
Valued
Midwest Wireless
Customers!

More Minutes Larger Home Area Lower Monthly Cost

What will you choose?

Dear customer,

Thank you for your loyalty! We'd like you to know that Midwest Wireless has upgraded our service plans since you first joined us, but we need you to take action to get all the benefits! Stop in any Midwest Wireless location to upgrade to a plan with more minutes, a larger home area or lower monthly cost. And while you're at it, sign a new 24-month service agreement and get a cool, new phone for FREE, plus other great offers.

EXAMPLE

Original Plan

350 Anytime
Minutes

\$39⁹⁹

2500 Night & Weekend
Minutes for \$5

Upgraded Plan

600 Anytime
Minutes

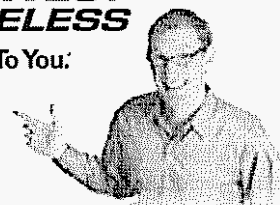
\$39⁹⁹

Unlimited
Night & Weekend Minutes for \$5



We Answer To You.™

midwestwireless.com



NOKIA
Camera Phone

Upgrade to a newer service plan and with a 24-month agreement you get:

- **FREE Phone**
- **Or \$50 Mail-In Rebate on Any Camera Phone**
- **3 Months Free Picture Messaging**
- **Free Activation (\$35 value)**

*Offer available for a limited time. Free phone offer and \$50 mail-in rebate on any in-stock camera phone based on 24-month service agreement. A \$15 activation fee is applied to all 12-month service agreements. Free phone model may vary by location and includes the Nokia 6315 and 3580i. Free Picture Messaging offer includes 10 messages each month. Data coverage on included Picture Messaging plan is 100 for \$50 (10). After the initial 1 free month, Picture Messaging will be billed at \$1.99/month. Night and Weekend minutes can be used from 1pm - 1am Monday through Friday and 1pm Friday through 1am Monday during the month they are purchased. Customers must have a compatible device for Picture Messaging. A regulatory surcharge of \$1.00/month is added to each line to help partially recover the costs incurred due to regulatory mandates such as local Number Portability (LNP) and E-911. Other taxes, fees and surcharges may apply. All phone models are subject to availability and prices may vary. Offer available on specific service plans. Services subject to credit approval. Some restrictions apply; see store for details. ©2005 Midwest Wireless Holdings, LLC. AMTGO. Nokia, Connecting People, and the 6015 phone are registered trademarks of Nokia Corporation and/or its affiliates.

Attention
Valued
Midwest Wireless
Customers!

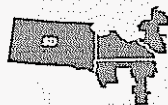
More Minutes Larger Home Area More Options

Which will you choose?

Dear Customer,

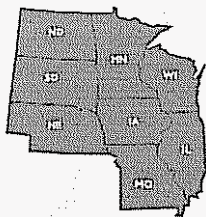
Thank you for your loyalty! We'd like you to know that Midwest Wireless has upgraded our service plans since you first joined us, but we need you to take action to get all the benefits! Stop in any Midwest Wireless location to upgrade to a plan with more minutes, a larger home area and more options for your service plan. Visit us today, and we'll help you find the plan that is best for you.

Clearly Digital Basic



Current Home Area

Midwest Traveler



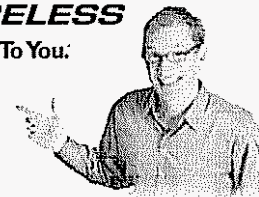
New Home Area

- Plans Starting at \$29.99
- Family Answer Lines (formerly PAL) Starting at \$9.99 up to \$16.99
- Unlimited Night & Weekend Minutes for Only \$5 per month

midwestwireless.com

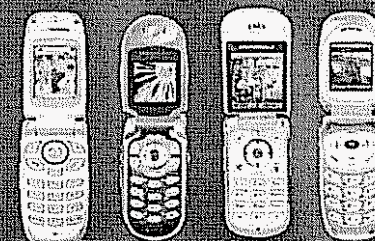


We Answer To You.



Change is good

Choose from a large selection of new phones with enhanced services and features!



✓ **E-911** – The new phones have E-911 technology which allows emergency personnel to locate you when you call 911.*

Trade-In & Trade-Up – Don't toss your old wireless phone. Recycle it instead and we'll make it worth your while. With our Renewal Rebate program, you may qualify for a great deal on a new phone and **60 bonus minutes** for turning in your old phone at the same time.**

*E-911 service may not be available in all areas.
**Customers must be in good standing for 90 days to qualify for the Renewal Rebate program.

✓ April 6, 2005

«First_Name_1» «Last_Name»
«Address_1» «Address_2»
«City», «State» «Zip»

Dear «First_Name_2»:

At Midwest Wireless, we are committed to providing you with the best, most reliable service in the Midwest. We'd like to thank you for your loyalty and invite you to our open house.

Stop by and find out about the new upgraded wireless service plans we've added and ClearWave Broadband Internet service that is available in your area. As a Blooming Prairie Public Utilities Association member or employee, you'll receive some great benefits from Midwest Wireless:

Upgrade to a newer wireless service plan and with a 24-month service agreement you may receive:

- A FREE Phone
- Free Activation
- More Anytime Minutes
- 10% off of your monthly bill

You may also receive ClearWave Broadband Internet service free for one month and free installation with a 3 year service agreement, with plans starting at \$34.99/month.

Stop by our Open House to find out more:

Wednesday, April 13
11:00am - 6:00pm
City Centre
Blooming Prairie

Enjoy free refreshments

Call 1-888-642-8255 for more information

Thank you again for choosing Midwest Wireless.

5.15.05

At Midwest Wireless, it's our mission to deliver advanced products and services that provide the reliability you've come to expect from us.

In continuing with this mission, we are making an upgrade to our network in your area on June 15. Because of this upgrade, your analog phone(s) will not display your home area correctly without a programming change. This change will not affect how you are billed, just how your phone displays your home area.

We also wanted to tell you about the new plans and phones we offer that let you take advantage of all Midwest Wireless has to offer, including:

- Free long distance to anywhere in the 50 states from your home area
- Increased battery life
- ✓ • Enhanced 911 capabilities will soon make it possible for emergency personnel to locate you and your phone in an emergency
- Included features included like caller ID, voice mail and basic text messaging
- Advanced features available like mobile Internet, unlimited nights & weekends, unlimited calling to other Midwest Wireless phones, color screens and applications like games, ringtones, radar weather forecasts and more

For more details, see the enclosed brochure.

Stop by one of our retail stores or agent locations and find out more about our new phones and plans or to get your phone re-programmed today. If you have any questions, please call 611 from your wireless phone (a free call) or 800-545-3950 from any phone.

Sincerely,

Marie McVenes

Marie McVenes
Customer Care Manager

✓ July 27, 2005

First Name Last Name
Address 1 Address 2
City, State Zip

Dear First Name:

At Midwest Wireless, it's our mission to deliver advanced products and services that provide the reliability you've come to expect from us.

In continuing with this mission, we recently activated a new tower in your area to enhance your coverage. In order to benefit from this enhancement, you need a new wireless phone and plan.

We've added many new phones and plans since you became a customer, and we want you to benefit from all that we have to offer. As a loyal Midwest Wireless customer, you may qualify for a free or discounted new phone. Also, our new plans have something for everyone, including regional, 8-state and national home areas, and:

- Free long distance to anywhere in the 50 states from your home area
- ✓ ● Enhanced 911 capabilities that make it possible for emergency personnel to locate you and your phone in an emergency
- Included features such as caller ID, voice mail and basic text messaging
- Advanced features are available like mobile Internet, unlimited nights & weekends, unlimited calling to other Midwest Wireless phones, family share plans, color screens and options like games, ringtones, radar weather forecasts and more

Stop by our Lake City retail store August 4th-6th during our Open House to help us celebrate and find out more about our enhanced services and new phones and plans. If you have any questions, please call 611 from your wireless phone (a free call) or 800-545-3950 from any phone.



10.7.05
Analog Mailing

TURKEY VALLEY SCHOOL
3219 STATE HIGHWAY 24
JACKSON JUNCTION, IA 52171-8308



Wireless Number: (563) 419-4754

Dear TURKEY VALLEY SCHOOL.

As one of our most loyal customers, you're entitled to several free upgrades that will enhance your Midwest Wireless service, increase your safety and provide stronger coverage.

I invite you to visit any Midwest Wireless location to trade in your current analog phone for the easy-to-use LG 3200 flip phone (pictured to the right).

This phone operates on new, digital wireless technology. It allows you to enjoy many new features, including:

- ✓ • Built-in global positioning for emergency 911 calling
- Caller ID with every call
- High-quality digital signal
- Full-color screen
- Extended battery life
- Plans with more minutes
- Larger home calling areas
- Toll-free long distance from your home area

We've added many new digital towers in our service area, so once you've gone digital with your free LG 3200 phone, you'll receive better coverage instantly! And, you can also take advantage of new money-saving services like Family Answer lines and calling plans like National Traveler, which eliminates the fear of roaming.

Bring in this gift certificate by November 5. When you trade in your analog service for a qualified digital plan, you'll receive \$25 off in-store accessories, such as faceplates and hands-free headsets.

Once again, thank you for being a loyal Midwest Wireless customer. Enjoy your new phone with our compliments.

Sincerely,

Thomas G. Riley
Vice President of Customer Care



*Free phone offer requires a 24-month agreement on plans over \$50. Phone cost is \$19.99 on plans \$39.99 to \$49.99 and just \$19.99 on plans under \$39.99.

MidwestWireless.com • 800-545-3950

FREE

TO OUR BEST CUSTOMERS!



Get the
Stylish New
LG Flip Phone

- ✓ • Location-based emergency calling
- Longer battery life
- Free caller ID
- Full-color display
- Voice dialing
- Download-capable

Or Select
the NOKIA
6015
Phone



This Gift
Certificate

Entitles **TURKEY VALLEY SCHOOL**

to **\$25 Off In-Store Accessories!**

*Offer ends 11/05/2005. Certificate redemption requires a new 24-month service agreement on select service plans. Certificate is good toward all in-store merchandise excluding new phones. MW DM10.ANA: \$25: 100305.fw



10.7.05

TDMA mailing

FREE

TO OUR BEST CUSTOMERS!

DAVID PROEHL
208 EHRLICH ST
MINNESOTA LAKE, MN 56068-3138



Wireless Number: (507) 380-3622

Dear DAVID PROEHL,

As one of our most loyal customers, you're entitled to several free upgrades that will enhance your Midwest Wireless service, increase your safety and provide stronger coverage.

I invite you to visit any Midwest Wireless location to trade in your current phone for the easy-to-use LG 3200 flip phone (pictured to the right)

This phone operates on our next generation of wireless technology. It allows you to enjoy many new features, including:

- Full-color screen
- Wireless Internet accessibility
- Plans with more minutes
- Larger home calling areas
- Toll-free long distance from your home area
- The ability to download games and ringtones
- Built-in global positioning for emergency 911 calling
- High-quality digital signal

Once you've upgraded to your free LG 3200 phone, you can take advantage of new money-saving services like Family Answer lines and calling plans like National Traveler, which eliminates the fear of roaming.

Bring in this gift certificate by November 5, trade in your current phone, upgrade to a qualified digital plan and receive \$25 off in-store accessories, such as faceplates and hands-free headsets.

Once again, thank you for being a loyal Midwest Wireless customer. Enjoy your new phone with our compliments.

Sincerely,

Thomas G. Riley
Vice President of Customer Care



*Free phone offer requires a 24-month agreement on plans over \$50. Phone cost is \$19.99 on plans \$37.99 to \$49.99 and just \$9.99 on plans under \$37.99.

MidwestWireless.com • 800-545-3950



This Gift Certificate

Entitles **DAVID PROEHL**to **\$25 Off In-Store Accessories!**

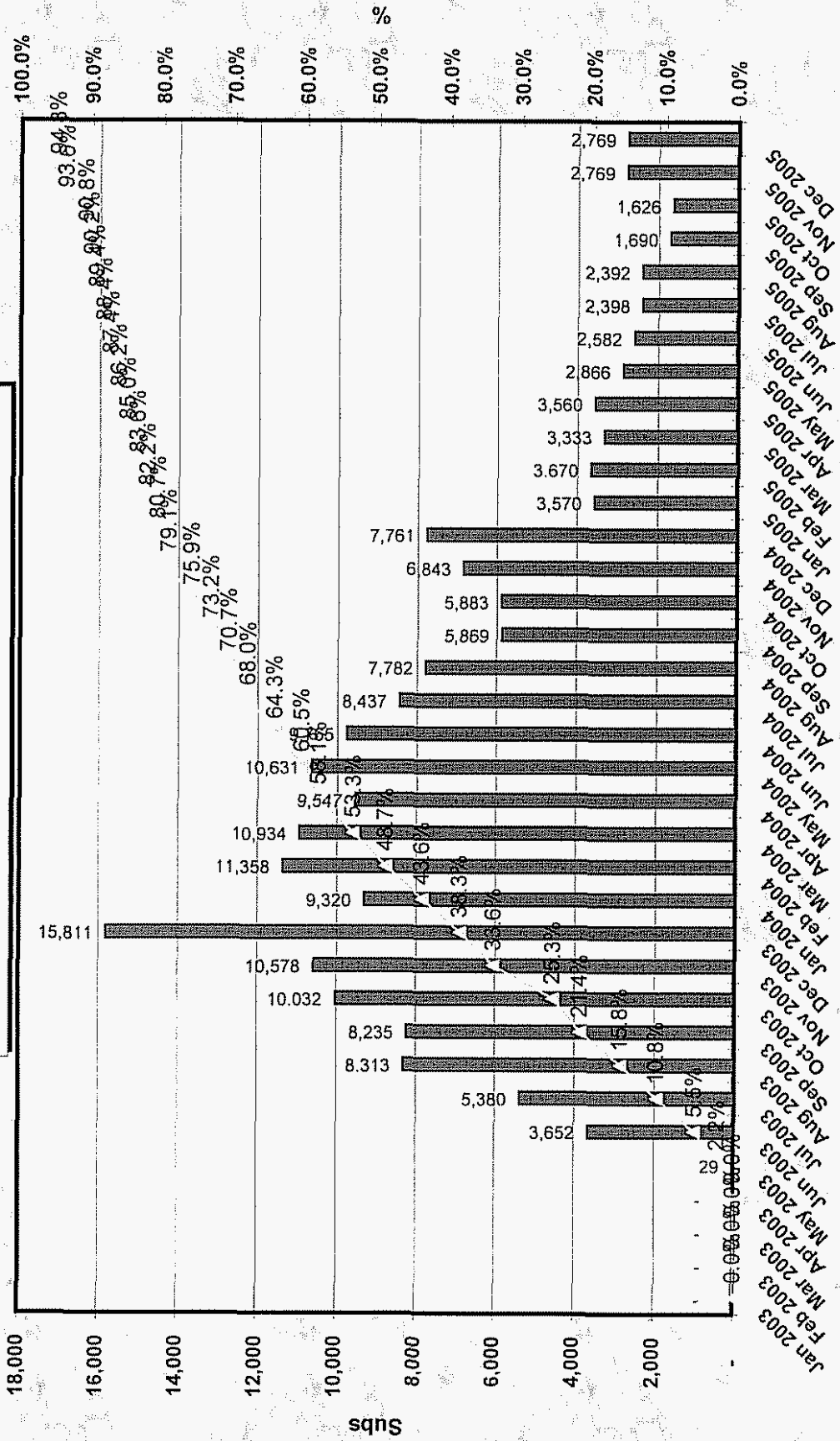
*Offer ends 11/05/05. Certificate redemption requires a new 24-month service agreement on select service plans. Certificate is good toward all in-store merchandise excluding new phones. MW DM10-TDM-\$25-100305.fw

Midwest Wireless

Location-Capable Handset Penetration Rates

CDMA 1xRTT w/AGPS-AFLT Handset Migration

Actuals Jan '03 through Oct '05
Budget Nov '05 through Dec '05



■ Analog/TDMA Converting to CDMA

■ CDMA Subs as a % of Total Retail

Declaration of

Brian Fingerson

**Vice President – Engineering & Technology
Midwest Wireless Holdings L.L.C.**

DECLARATION


I, Brian Fingerson, hereby state and declare:

1. I am Senior Vice President – Chief Technology Officer of Midwest Wireless Holdings L.L.C., a wireless telecommunications services operator and the Petitioner herein.

2. I am familiar with the facts contained in the foregoing “Request For Limited Waiver And Extension Of The Handset Penetration Deadline Of The Commission’s Phase II E911 Rules” and I verify that those facts are true and correct to the best of my knowledge and belief, except that I do not and need not attest to those facts which are subject to official notice by the Commission.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on this 4th day of November, 2005.



Brian Fingerson
Senior Vice President – Chief Technology Officer